GROUP SENSE (INTERNATIONAL) LIMITED

權智(國際)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 601)

Form of Proxy for the Special General Meeting to be held at 11:00 a.m. on Wednesday, 14 October 2015 (or so soon thereafter as the special general meeting of the shareholders of the Company convened to be held at 10.00 a.m. on the same date and at the same place shall have been concluded or adjourned)

I/We[1] ____

of ____

being the registered holder(s) of ____________________ ordinary share(s)[2] of HK$0.10 each in the share capital of Group Sense (International) Limited (the "**Company**") **HEREBY APPOINT**[3] THE CHAIRMAN OF THE MEETING or ____

of ____

as my/our proxy to attend the special general meeting of the Company (the "**SGM**") to be held at Room 2606A, 26th Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong on Wednesday, 14 October 2015 at 11:00 a.m. (or so soon thereafter as the special general meeting of the shareholders of the Company convened to be held at 10.00 a.m. on the same date and at the same place shall have been concluded or adjourned) and to vote on my/our behalf on the undermentioned resolution as indicated below:

Ordinary Resolution	**For[4]**	**Against[4]**
To approve, confirm and ratify the Share Transfer Agreement (as defined in the circular of the Company dated 25 September 2015) and the transactions contemplated thereunder; and to authorise the board of directors of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or give effect to the Share Transfer Agreement and the transactions contemplated thereunder.		

Date: ____________________ 2015 Signature(s)[6] ____________________

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, please delete the words ''**the Chairman of the meeting**'' and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE ORDINARY RESOLUTION, PLEASE TICK THE BOX MARKED ''FOR''. IF YOU WISH TO VOTE AGAINST THE ORDINARY RESOLUTION, PLEASE TICK THE BOX MARKED ''AGAINST''.** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the SGM.
5. To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy of such power or authority, must be delivered the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the SGM or adjourned meeting at which the person named in the form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of the SGM or any adjournment thereof, not less than 24 hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. Where there are joint holders of any share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders is present at the SGM, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. The description of the ordinary resolution is by way of summary only. The full text appears in the notice of SGM dated 25 September 2015.
9. The proxy need not be a member of the Company but must attend the meeting (or at any adjournment thereof) in person to represent you.
10. Completion and delivery of this form of proxy shall not preclude a shareholder from attending and voting in person at the SGM and in such event, this form of proxy shall be deemed to be revoked.

* *for identification purpose only*